

RECORD & RETURN TO: Valinda Pickers
BAC Home Loan Servicing, LP
TX2-982-03-01 (Bldg C)
7105 Corporate Drive
Plano, TX 75024
615-503-9901

12/29/09 10:36:58 SS
DK P BK 135 PG 361
DESO TO COUNTY, MS
W.E. DAVIS, CH CLERK

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Deutsche Bank National Trust Company, a national banking association organized and existing under the laws of the United States, formerly known as Bankers Trust Company of California, N.A. and having its principal place of business at 1761 East St. Andrew Place, Santa Ana, California, 92705, as Trustee (the "Trustee") pursuant to the agreements listed on Exhibit A attached hereto (collectively the "Agreements") by and between Deutsche Bank National Trust Company, as trustee, and BAC Home Loans Servicing, LP. F/K/A Countrywide Home Loans Servicing, LP, as servicer (in such capacity, the "Servicer"), hereby constitutes and appoints the Servicer, by and through the Servicer's officers, the Trustee's true and lawful Attorney-in-Fact, in the Trustee's name, place and stead and for the Trustee's benefit, in connection with all mortgage loans serviced by the Servicer pursuant to the Agreements solely for the purpose of performing such acts and executing such documents in the name of the Trustee necessary and appropriate to effectuate the following enumerated transactions in respect of any of the mortgages or deeds of trust (the "Mortgages" and the "Deeds of Trust" respectively) and promissory notes secured thereby (the "Mortgage Notes") for which the undersigned is acting as Trustee for various certificateholders (whether the undersigned is named therein as mortgagee or beneficiary or has become mortgagee by virtue of endorsement of the Mortgage Note secured by any such Mortgage or Deed of Trust) and for which BAC Home Loans Servicing, LP. F/K/A Countrywide Home Loans Servicing, LP is acting as the Servicer.

This Appointment shall apply only to the following enumerated transactions and nothing herein or in the Agreement shall be construed to the contrary:

1. The modification or re-recording of a Mortgage or Deed of Trust, where said modification or re-recording is solely for the purpose of correcting the Mortgage or Deed of Trust to conform same to the original intent of the parties thereto or to correct title errors discovered after such title insurance was issued; provided that (i) said modification or re-recording, in either instance, does not adversely affect the lien of the Mortgage or Deed of Trust as insured and (ii) otherwise conforms to the provisions of the Agreement.
2. The subordination of the lien of a Mortgage or Deed of Trust to an easement in favor of a public utility company of a government agency or unit with powers of eminent domain; this section shall include, without limitation, the execution of partial satisfactions/releases, partial reconveyances or the execution or requests to trustees to accomplish same.
3. The conveyance of the properties to the mortgage insurer, or the closing of the title to the property to be acquired as real estate owned, or conveyance of title to real estate owned.
4. The completion of loan assumption agreements.
5. The full satisfaction/release of a Mortgage or Deed of Trust or full conveyance upon payment and discharge of all sums secured thereby, including, without limitation, cancellation of the related Mortgage Note.

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6. The assignment of any Mortgage or Deed of Trust and the related Mortgage Note, in connection with the repurchase of the mortgage loan secured and evidenced thereby.
7. The full assignment of a Mortgage or Deed of Trust upon payment and discharge of all sums secured thereby in conjunction with the refinancing thereof, including, without limitation, the assignment of the related Mortgage Note.
8. With respect to a Mortgage or Deed of Trust, the foreclosure, the taking of a deed in lieu of foreclosure, or the completion of judicial or non-judicial foreclosure or termination, cancellation or rescission of any such foreclosure, including, without limitation, any and all of the following acts:
 - a. the substitution of trustee(s) serving under a Deed of Trust, in accordance with state law and the Deed of Trust;
 - b. the preparation and issuance of statements of breach or non-performance;
 - c. the preparation and filing of notices of default and/or notices of sale;
 - d. the cancellation/rescission of notices of default and/or notices of sale;
 - e. the taking of deed in lieu of foreclosure; and
 - f. the preparation and execution of such other documents and performance of such other actions as may be necessary under the terms of the Mortgage, Deed of Trust or state law to expeditiously complete said transactions in paragraphs 8.a. through 8.e. above.
9. With respect to the sale of property acquired through a foreclosure or deed-in lieu of foreclosure, including, without limitation, the execution of the following documentation:
 - a. listing agreements;
 - b. purchase and sale agreements;
 - c. grant/warranty/quit claim deeds or any other deed causing the transfer of title of the property to a party contracted to purchase same;
 - d. escrow instructions; and
 - e. any and all documents necessary to effect the transfer of property.
10. The modification or amendment of escrow agreements established for repairs to the mortgaged property or reserves for replacement of personal property.

The undersigned gives said Attorney-in-Fact full power and authority to execute such instruments and to do and perform all and every act and thing necessary and proper to carry into effect the power or powers

granted by or under this Limited Power of Attorney as fully as the undersigned might or could do, and hereby does ratify and confirm to all that said Attorney-in-Fact shall be effective as of **August 28, 2009**.

This appointment is to be construed and interpreted as a limited power of attorney. The enumeration of specific items, rights, acts or powers herein is not intended to, nor does it give rise to, and it is not to be construed as a general power of attorney.

Nothing contained herein shall (i) limit in any manner any indemnification provided by the Servicer to the Trustee under the Agreement, or (ii) be construed to grant the Servicer the power to initiate or defend any suit, litigation or proceeding in the name of Deutsche Bank National Trust Company except as specifically provided for herein. If the Servicer receives any notice of suit, litigation or proceeding in the name of Deutsche Bank National Trust Company or Bankers Trust Company of California, N.A., then the Servicer shall promptly forward a copy of same to the Trustee.

This limited power of attorney is not intended to extend the powers granted to the Servicer under the Agreement or to allow the Servicer to take any action with respect to Mortgages, Deeds of Trust or Mortgage Notes not authorized by the Agreement.

The Servicer hereby agrees to indemnify and hold the Trustee and its directors, officers, employees and agents harmless from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever incurred by reason or result of or in connection with the exercise by the Servicer of the powers granted to it hereunder. The foregoing indemnity shall survive the termination of this Limited Power of Attorney and the Agreement or the earlier resignation or removal of the Trustee under the Agreement.

This Limited Power of Attorney is entered into and shall be governed by the laws of the State of New York, without regard to conflicts of law principles of such state.

Third parties without actual notice may rely upon the exercise of the power granted under this Limited Power of Attorney; and may be satisfied that this Limited Power of Attorney shall continue in full force and effect and has not been revoked unless an instrument of revocation has been made in writing by the undersigned.

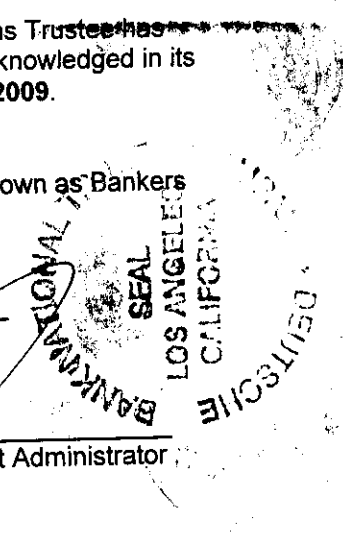
IN WITNESS WHEREOF, Deutsche Bank National Trust Company, as Trustee has caused its corporate seal to be hereto affixed and these presents to be signed and acknowledged in its name and behalf by a duly elected and authorized signatory this **28th day of August 2009**.

Deutsche Bank National Trust Company, formerly known as Bankers Trust Company of California, N.A., as Trustee

By: 
Name: Barbara Campbell
Title: Vice President

Witness: 
Tim Avakian, Trust Administrator

Witness: 
Richard Vieta, Trust Administrator



Acknowledged and Agreed
BAC Home Loans Servicing, LP
F/K/A Countrywide Home Loans Servicing, LP

By:

Name:

Title:

02867.001 #92035

STATE OF CALIFORNIA
COUNTY OF ORANGE

On August 28, 2009, before me, **Tiffany Yuan**, a Notary Public in and for said state, personally appeared **Barbara Campbell**, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed that same in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which the person acted and executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.
(SEAL)

Notary Public, State of California

02867.001 #92035

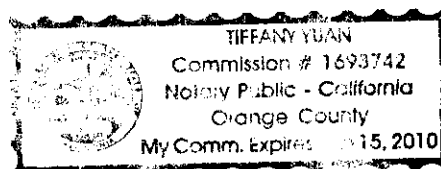


EXHIBIT A

Aames Mortgage Loan Trust 2000-1 – Pooling and Servicing Agreement, dated as of September 1, 2000 by and among Aames Capital Corporation ("Aames"), as seller, BAC Home Loans Servicing, LP F/K/A Countrywide Home Loans, LP (Countrywide), as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2000-2 – Pooling and Servicing Agreement, dated as of December 1, 2000 by and among Aames, as seller, BAC Home Loans Servicing, LP F/K/A Countrywide Home Loans, LP, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2001-1 – Pooling and Servicing Agreement, dated as of March 1, 2001 by and among Aames, as seller, BAC Home Loans Servicing, LP F/K/A Countrywide Home Loans, LP, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2001-2 – Pooling and Servicing Agreement, dated as of June 1, 2001 by and among Aames, as seller, BAC Home Loans Servicing, LP F/K/A Countrywide Home Loans, LP Countrywide, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2001-3 – Pooling and Servicing Agreement, dated as of September 1, 2001 by and among Aames, as seller, BAC Home Loans Servicing, LP F/K/A Countrywide Home Loans, LP, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2001-4 – Pooling and Servicing Agreement, dated as of December 1, 2001 by and among Aames, as seller, BAC Home Loans Servicing, LP F/K/A Countrywide Home Loans, LP, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Vendee Mortgage Trust 1994-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among the Department of Veteran Affairs ("VA"), Countrywide Home Loans, Inc. ("Countrywide") (successor to Countrywide Funding Corporation ("Countrywide Funding")), as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1995-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide (successor to Countrywide Funding), as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee.

Vendee Mortgage Trust 1995-3--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide (successor to Countrywide Funding), as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee.

Vendee Mortgage Trust 1996-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1997-1--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1997-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1997-3--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1998-1--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1998-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1998-3--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1999-1--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1999-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1999-3--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2000-1--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee.

Vendee Mortgage Trust 2000-2--Pooling and Servicing Agreement, dated as of June 1, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2000-3--Pooling and Servicing Agreement, dated as of September 1, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2001-1--Pooling and Servicing Agreement, dated as of February 1, 2001, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2001-2--Pooling and Servicing Agreement, dated as of June 1, 2001, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2001-3--Pooling and Servicing Agreement, dated as of October 1, 2001, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2002-1--Pooling and Servicing Agreement, dated as of February 1, 2002, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly as known as Bankers Trust Company of California, N.A., as Trustee.

WALSH ACCEPTANCE CORP 1996-1 --Pooling and Servicing Agreement is dated as of September 1, 1996, among Walsh Acceptance Corp, as depositor (the "Depositor"), Temple-Inland Mortgage Corporation, as Master Servicer, Deutsche Bank National Trust Company, formerly known as Bankers Trust Company, as Trustee.